

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Application)

of)

Docket No. 04-01 40

PARADISE MERGERSUB, INC., GTE)
CORPORATION, VERIZON HAWAII INC.,)
BELL ATLANTIC COMMUNICATIONS, INC.,)
AND VERIZON SELECT SERVICES INC.)

For approval of a merger transaction and)
related matters)
_____)

PUBLIC UTILITIES
COMMISSION

AUG 27 11 47 AM '04

FILED

PACIFIC LIGHTNET, INC. PROTECTIVE AGREEMENTS
FOR
J. JEFFREY MAYHOOK,
LAURA A. MAYHOOK,
WILLIAM M. TAM,
LISA SUAN
AND
CERTIFICATE OF SERVICE

WILLIAM M. TAM 1887-0
Alston Hunt Floyd & Ing
1001 Bishop Street, 18th Floor
Honolulu, HI 96813
Telephone: (808) 524-1800
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LAURA A. MAYHOOK 7056-0
J. JEFFREY MAYHOOK
Mayhook Law, PLLC
34808 NE 14th Avenue
La Center, WA 98629
Telephone: (360) 263-4340
Facsimile: (360) 263-4343
Attorneys for Pacific LightNet, Inc.

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, **J. Jeffrey Mayhook**, have been presented with a copy of **Protective Order No. 21034** issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

2. I am employed, retained or assisting **Pacific LightNet, Inc.** in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist **Pacific LightNet, Inc.** and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to **Pacific LightNet, Inc.**, I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at: La Center, Washington, this 16th day of August, 2004.



Signature

J. Jeffrey Mayhook
MAYHOOK LAW, PLLC
34808 NE 14th Avenue
La Center, WA 98629
Telephone: (360) 263-4340
Fax: (360) 263-4343
jeffrey@mayhooklaw.com

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, **Laura A. Mayhook**, have been presented with a copy of **Protective Order No. 21034** issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

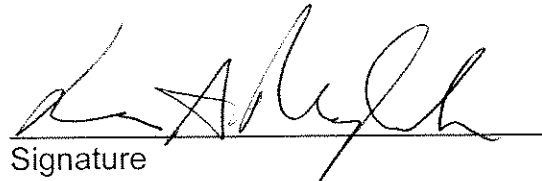
2. I am employed, retained or assisting **Pacific LightNet, Inc.** in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist **Pacific LightNet, Inc.** and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to **Pacific LightNet, Inc.**, I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at: La Center, Washington, this 16th day of August, 2004.



Signature

Laura A. Mayhook
MAYHOOK LAW, PLLC
34808 NE 14th Avenue
La Center, WA 98629
Telephone: (360) 263-4340
Fax: (360) 263-4343
jeffrey@mayhooklaw.com

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, **Lisa Suan**, have been presented with a copy of **Protective Order No. 21034** issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

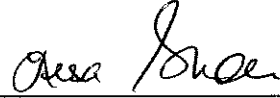
2. I am employed, retained or assisting **Pacific LightNet, Inc.** in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist **Pacific LightNet, Inc.** and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to **Pacific LightNet, Inc.**, I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at: Honolulu, Hawaii, this August 23, 2004.

A handwritten signature in cursive script, appearing to read "Anna Isha", written in black ink.

Signature

Pacific LightNet, Inc.
737 Bishop Street Suite 1900
Honolulu, HI 96813

808-791-3027

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. William M. Tam, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawai'i in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

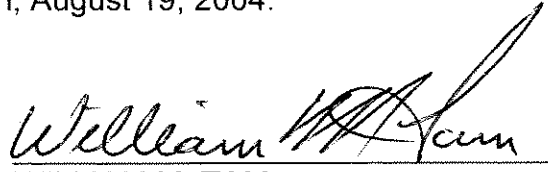
2. I am employed, retained or assisting Pacific LightNet, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Pacific LightNet, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Pacific LightNet, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED: Honolulu, Hawai'i, August 19, 2004.



WILLIAM M. TAM
Attorney for PACIFIC LIGHTNET, INC.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this date I caused a true and correct copy of the foregoing to be served on the following persons by facsimile, hand-delivery or U.S. mail, postage prepaid (as indicated below) to their respective addresses:

	HAND- DELIVERED	FAX	MAILED
JON S. ITOMURA, ESQ. Division of Consumer Advocacy 335 Merchant Street, Room 326 Honolulu, HI 96813 Attorney for the Division of Consumer Advocacy, Department of Commerce and Consumer Affairs	(X)	()	()
PARADISE MERGERSUB, INC. Attention: Mr. William E. Kennard c/o The Carlyle Group 1001 Pennsylvania Avenue, N.W. Washington, D.C. 20004-2505	()	()	(X)
ALAN M. OSHIMA, ESQ. MICHAEL H. LAU, ESQ. KENT D. MORIHARA, ESQ. Oshima Chun Fong & Chung LLP 841 Bishop Street, Suite 400 Honolulu, HI 96813 Attorneys for Applicant Paradise MergerSub, Inc.	(X)	()	()
LESLIE ALAN UEOKA, ESQ. BLANE T. YOKOTA, ESQ. Verizon Corporate Services Group Inc. P. O. Box 2200 Honolulu, HI 96841 Attorneys for GTE Corporation, Verizon Hawaii Inc., Bell Atlantic Communications, Inc., and Verizon Select Services Inc.	()	()	(X)

	HAND- DELIVERED	FAX	MAILED
GTE CORPORATION, VERIZON HAWAII INC., BELL ATLANTIC COMMUNICATIONS, INC. and VERIZON SELECT SERVICES INC. Attention: Mr. Joel K. Matsunaga c/o P. O. Box 2200 Honolulu, HI 96841	()	()	(X)
STEPHEN S. MELNIKOFF, ESQ. General Attorney Regulatory Law Office Office of the Judge Advocate General U.S. Army Litigation Center 901 N. Stuart Street, Suite 700 Arlington, VA 22203-1837	()	()	(X)
LAURA A. MAYHOOK, ESQ. J. JEFFREY MAYHOOK, ESQ. Mayhook Law, PLLC 34808 NE 14th Avenue La Center, WA 98629 Attorneys for Pacific LightNet, Inc.	()	()	(X)
J. DOUGLAS ING, ESQ. PAMELA J. LARSON, ESQ. Watanabe Ing Kawashima & Komeiji LLP First Hawaiian Center 999 Bishop Street, 23rd Floor Honolulu, HI 96813 Attorneys for Time Warner Telecom of Hawaii L.P. dba Oceanic Communications	()	()	(X)

**HAND-
DELIVERED**

FAX

MAILED

HERBERT R. TAKAHASHI, ESQ.

()

()

(X)

STANFORD H. MASUI, ESQ.

DANNY J. VASCONCELLOS, ESQ.

REBECCA L. COVERT, ESQ.

Takahashi, Masui, Vasconcellos & Covert

345 Queen Street, Room 506

Honolulu, HI 96813

Attorneys for Jeremiah C. Genovia and Charles K.

Hehekia Jr. and the International Brotherhood of

Electrical Workers, Local 1357

DATED: Honolulu, Hawai'i, Aug 27, 2004



WILLIAM M. TAM

Attorneys for Pacific LightNet, Inc.